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NOTE: CHANGES MADE BY THE COURT

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
Western Division

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

STEVE CHEN, USFIA, INC.,
ALLIANCE FINANCIAL GROUP,
INC., AMAUCTION, INC.,
ABORELL MGMT I, LLC,
ABORELL ADVISORS I, LLC,
ABORELL REIT II, LLC, AHOME
REAL ESTATE, LLC, ALLIANCE
NGN, INC., APOLLO REIT I, INC.,
APOLLO REIT II, LLC, AMKEY,
INC., US CHINA CONSULTATION
ASSOCIATION, and QUAIL RANCH
GOLF COURSE, LLC

Defendants.

Case No. CV 15-07425 (RGK)(GJSx)

**[PROPOSED] AMENDED FINAL
JUDGMENT AS TO DEFENDANTS
USFIA, INC., ALLIANCE
FINANCIAL GROUP, INC.,
AMAUCTION, INC., ABORELL
MGMT I, LLC, ABORELL
ADVISORS I, LLC, ABORELL REIT
II, LLC, AHOME REAL ESTATE,
LLC, ALLIANCE NGN, INC.,
APOLLO REIT I, INC., APOLLO
REIT II, LLC, AMKEY, INC., US
CHINA CONSULTATION
ASSOCIATION, AND QUAIL RANCH
GOLF COURSE, LLC**

1 The Securities and Exchange Commission (“SEC”) having filed a Complaint
 2 and Defendants USFIA, Inc., Alliance Financial Group, Inc., Amauction, Inc.,
 3 Aborell Mgmt I, LLC, Aborell Advisors I, LLC, Aborell REIT II, LLC, Ahome Real
 4 Estate, LLC, Alliance NGN, Inc., Apollo REIT I, Inc., Apollo REIT II, LLC, Amkey,
 5 Inc., US China Consultation Association, and Quail Ranch Golf Course, LLC
 6 (collectively, “the Entity Defendants”) having entered a general appearance;
 7 consented to the Court’s jurisdiction over the Entity Defendants and the subject
 8 matter of this action; consented to entry of this Final Judgment without admitting or
 9 denying the allegations of the Complaint (except as to jurisdiction and except as
 10 otherwise provided herein in paragraph VII); waived findings of fact and conclusions
 11 of law; and waived any right to appeal from this Judgment:

12 I.

13 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Entity
 14 Defendants and their agents, servants, employees, attorneys, and all persons in active
 15 concert or participation with them who receive actual notice of this Judgment by
 16 personal service or otherwise are permanently restrained and enjoined from violating
 17 Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§
 18 77e(a) and (c), by, directly or indirectly, in the absence of any applicable exemption:

- 19 (a) Unless a registration statement is in effect as to a security, making use of
 20 any means or instruments of transportation or communication in
 21 interstate commerce or of the mails to sell such security through the use
 22 or medium of any prospectus or otherwise; or
- 23 (c) Making use of any means or instruments of transportation or
 24 communication in interstate commerce or of the mails to offer to sell or
 25 offer to buy through the use or medium of any prospectus or otherwise
 26 any security, unless a registration statement has been filed with the **SEC**
 27 ~~Commission~~ as to such security, or while the registration statement is the
 28 subject of a refusal order or stop order or (prior to the effective date of

the registration statement) any public proceeding or examination under
Section 8 of the Securities Act, 15 U.S.C. § 77h.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
the Entity Defendants and their agents, servants, employees, attorneys, and all
persons in active concert or participation with them who receive actual notice of this
Judgment by personal service or otherwise are permanently restrained and enjoined
from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), in the offer or
sale of any security by the use of any means or instruments of transportation or
communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a
material fact or any omission of a material fact necessary in order to
make the statements made, in light of the circumstances under which
they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which
operates or would operate as a fraud or deceit upon the purchaser.

III.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Entity
Defendants and their agents, servants, employees, attorneys, and all persons in active
concert or participation with them who receive actual notice of this Judgment by
personal service or otherwise are permanently restrained and enjoined from violating,
directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the
“Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17
C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or
of the mails, or of any facility of any national securities exchange, in connection with
the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;

- 1 (b) to make any untrue statement of a material fact or to omit to state a
2 material fact necessary in order to make the statements made, in the light
3 of the circumstances under which they were made, not misleading; or
4 (c) to engage in any act, practice, or course of business which operates or
5 would operate as a fraud or deceit upon any person.

6 **IV.**

7 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
8 the Entity Defendants are liable, jointly and severally with each other, and with Steve
9 Chen, for disgorgement of \$135,598,118.47 representing profits gained as a result of
10 the conduct alleged in the Complaint, together with prejudgment interest thereon in
11 the amount of \$9,811,646.50. The Entity Defendants' obligation to pay
12 disgorgement and prejudgment interest will be deemed satisfied by the amounts
13 collected by the court-appointed receiver to be set forth in the receiver's final report
14 and accounting to the Court. At the request of the SEC, no civil penalty will be
15 ordered against the Entity Defendants.

16 **V.**

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Entity
18 Defendants' Consent is incorporated herein with the same force and effect as if fully
19 set forth herein, and that the Entity Defendants shall comply with all of the
20 undertakings and agreements set forth therein.

21 **VI.**

22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for
23 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,
24 11 U.S.C. §523, the allegations in the complaint are true and admitted by the Entity
25 Defendants, and further, any debt for disgorgement, prejudgment interest, ~~civil~~
26 ~~penalty~~ or other amounts due by the Entity Defendants under this Judgment or any
27 other judgment, order, consent order, decree or settlement agreement entered in
28 connection with this proceeding, is a debt for the violation by the Entity Defendants

1 of the federal securities laws or any regulation or order issued under such laws, as set
2 forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

3 **VII.**

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court
5 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this
6 Judgment.

7 **VIII.**

8 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
9 Rules of Civil Procedure, the Clerk is ordered to enter this Judgment forthwith and
10 without further notice.

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12 Dated: March 16, 2017



13 R. GARY KLAUSNER
14 United States District Judge
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